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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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NOTICE OF FILING OF FOURTH AMENDMENT TO ACCOMMODATION AGREEMENT

PLEASE TAKE NOTICE that on June 1, 2009, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the requisite percentage of lenders (the "DIP Lenders") under their debtor-in-possession credit facility (the "DIP Facility") agreed to a fourth amendment (the "Fourth Amendment") to their accommodation agreement (as amended, the "Accommodation Agreement"). Pursuant to the Accommodation Agreement, the DIP Lenders have agreed, among other things, to allow the Debtors to continue using the proceeds of the DIP Facility and to forbear from the exercise of certain default-related remedies, in each case until June 30, 2009, subject to the Debtors' continued satisfaction of a number of covenants and conditions (the "Accommodation Period").

PLEASE TAKE FURTHER NOTICE that the Fourth Amendment provides for, among other things, an agreement by the DIP Lenders to (i) extend certain milestones under the Accommodation Agreement relating to the Debtors' obligation to deliver a term sheet (the "Term Sheet") setting forth the terms of a global resolution of matters relating to General Motor Corporation's contribution to the resolution of the Debtors' chapter 11 cases and (ii) waive certain defaults existing under the Accommodation Agreement associated with the delivery of the Term Sheet. The Fourth Amendment extends from June 2 to June 9, 2009, the date on which the Accommodation Period would end if the requisite DIP Lenders have not delivered a Satisfactory Termsheet Notification (as defined in the Accommodation Agreement), which notification, under the Fourth Accommodation Amendment, would need to be delivered on or prior to June 8, 2009. A copy of the Fourth Amendment is attached hereto as Exhibit A.

Dated: New York, New York
June 2, 2009

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